

AMEDISYS INC
Form 3
May 02, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Howard Martin B | | (Month/Day/Year) | AMEDISYS INC [AMED] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 5959 S. SHERWOOD FOREST BLVD. | | 04/20/2016 | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| BATON ROUGE, Â LA Â 70816 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) (specify below) | |
| | | | Chief Information Officer | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 12,645 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|-----------------------------|------------------|-----------------|----------------------------|----------------------------|
| Stock Option (Right to Buy) | Â (2) | 05/01/2025 | Common Stock 37,500 | \$ 27.35 D Â |
| Stock Option (Right to Buy) | Â (3) | 05/01/2025 | Common Stock 9,375 | \$ 27.35 D Â |
| Stock Option (Right to Buy) | Â (4) | 05/01/2025 | Common Stock 9,375 | \$ 27.35 D Â |
| Stock Option (Right to Buy) | Â (5) | 05/01/2025 | Common Stock 9,375 | \$ 27.35 D Â |
| Stock Option (Right to Buy) | Â (6) | 05/01/2025 | Common Stock 9,375 | \$ 27.35 D Â |
| Restricted Stock Units | Â (7) | Â (7) | Common Stock 12,500 | \$ (7) D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Howard Martin B 5959 S. SHERWOOD FOREST BLVD. BATON ROUGE, LA 70816 | Â | Â | Â Chief Information Officer | Â |

Signatures

/s/ Jennifer R. Guckert, pursuant to a power of attorney

05/02/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Includes (i) 12,500 shares of time-based Restricted Stock Units ("RSUs"), each of which represents a contingent right to receive one share of the Issuer's common stock, and will vest in equal, one-third installments on each of June 4, 2019, June 4, 2020 and June 4, 2021, provided that the Reporting Person remains continuously employed by the Issuer on each such date, subject to certain pro-rated vesting provisions as provided in the award agreement for the RSUs, and (ii) 145 shares of common stock acquired under the Issuer's 401(k) plan.

(2) The Stock Options are subject to time-based vesting conditions and will vest in equal, one-third installments on each of May 1, 2019, May 1 2020 and May 1, 2021, provided that the Reporting Person remains continuously employed by the Issuer on each such date, subject to pro-rated vesting provisions as provided in the award agreement for the Stock Options.

(3) The Stock Options are subject to performance-based vesting conditions and will vest, if at all, based on (i) the certification by the Compensation Committee of the Issuer's Board of Directors of the achievement of identified performance goals for fiscal year 2015 and (ii) additional time-based vesting conditions (one-third on each of May 1, 2016, May 1, 2017 and May 1, 2018), assuming the Reporting Person remains continuously employed by the Issuer on such date, subject to certain pro-rated vesting provisions as provided in the award agreement for the Stock Options.

(4) The Stock Options are subject to performance-based vesting conditions and will vest, if at all, based on (i) the certification by the Compensation Committee of the Issuer's Board of Directors of the achievement of identified performance goals for fiscal year 2016 and (ii) additional time-based vesting conditions (one-third on each of May 1, 2017, May 1, 2018 and May 1, 2019), assuming the Reporting

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Person remains continuously employed by the Issuer on such date, subject to certain pro-rated vesting provisions as provided in the award agreement for the Stock Options.

- The Stock Options are subject to performance-based vesting conditions and will vest, if at all, based on (i) the certification by the Compensation Committee of the Issuer's Board of Directors of the achievement of identified performance goals for fiscal year 2017 and
- (5) (ii) additional time-based vesting conditions (one-third on each of May 1, 2018, May 1, 2019 and May 1, 2020), assuming the Reporting Person remains continuously employed by the Issuer on such date, subject to certain pro-rated vesting provisions as provided in the award agreement for the Stock Options.

- The Stock Options are subject to performance-based vesting conditions and will vest, if at all, based on the certification by the Compensation Committee of the Issuer's Board of Directors of the achievement of identified performance goals for fiscal year 2018 and
- (6) (ii) additional time-based vesting conditions (one-third on each of May 1, 2019, May 1, 2020 and May 1, 2021), assuming the Reporting Person remains continuously employed by the Issuer on such date, subject to certain pro-rated vesting provisions as provided in the award agreement for the Stock Options.

- The RSUs awarded are subject to performance-based vesting and will vest (i) on the certification by the Compensation Committee of the Issuer's Board of Directors of the achievement of identified performance goals for fiscal years 2015 through 2018, respectively, and (ii)
- (7) additional time-based vesting conditions (2015 Tranche: one-third on each of June 4, 2016, 2017 and 2018; 2016 Tranche: one-third on each of June 4, 2017, 2018 and 2019; 2017 Tranche: one-third on each of June 4, 2018, 2019 and 2020; and 2018 Tranche: one-third on each of June 4, 2019, 2020 and 2021), assuming the Reporting Person remains continuously employed by the Issuer on each such date, subject to certain pro-rated vesting provisions as provided in the award agreement for the RSUs.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.